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**DEPARTMENT OF DEFENSE
DIRECTIVES SYSTEM TRANSMITTAL**

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ATTACHMENTS

11 Pages

INSTRUCTIONS FOR RECIPIENTS

The following pen and page changes to DoD Directive 7640.2, "Policy for Followup on Contract Audit Reports," February 12, 1988, are authorized:

PEN CHANGES

Page 1, references

(c), line 3. Change "March 19, 1985" to "September 5, 1989"

(d), line 1. Change "January 10, 1985" to "February 2, 1991"

Subsection A.1., Line 3. Delete "." and add ", and Contractor Insurance/Pension reviews conducted by the Defense Logistics Agency (DLA)."

Page 2, subsection E.1., line 1. After "(IG, DoD)" insert ", in accordance with DoD Directive 5106.1 (reference (e)),"

Page 3-1, section C.

Line 1. After "number" insert "or DoD Activity Address Code (DODAAC)"

Line 3. Change "N of DAR" to "G of DFARS"

PAGE CHANGES

Remove: Pages 3 through 6, 1-1 through 2-2, 3-1-1 through 4-1

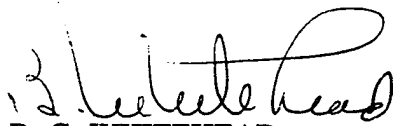
Insert: Attached replacement pages

Changes are indicated by marginal asterisks and change bars.

EFFECTIVE DATE

The above changes are effective immediately.

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B. C. WHITEHEAD
Director
Correspondence and Directive

WHEN PRESCRIBED ACTION HAS BEEN TAKEN, THIS TRANSMITTAL SHOULD BE FILED WITH THE BASIC DOCUMENT

e. Establish procedures for maintenance of up-to-date records on all applicable contract audit reports covered in section B., enclosure 4, of this Directive from receipt through disposition. For open reports, this includes written milestone plans for resolution and disposition as required by the Status Report on Specified Contract Audit Reports, attachment 1 to enclosure 3.

f. Establish procedures to monitor and ensure the proper, timely resolution and disposition of contract audit reports.

g. Establish procedures to ensure that the DoD Component's semiannual contract audit followup status report is prepared and submitted to the OIG in accordance with the procedures in subsection F.3., below, and enclosure 3 of this Directive.

h. Ensure that acquisition personnel in their Component are adequately trained in the utilization of contract audit reports and the requirements of the contract audit followup program.

3. The Director, Defense Contract Audit Agency (DCAA), and Heads of Other Contract Audit Organizations shall:

a. Provide timely and complete responses to any contracting officer or review official who requests factual information or further audit opinions regarding the audit issues under review.

b. Provide timely and complete support to the IG and any internal audit organization reviewing a DoD Component's contract audit followup system, in accordance with DoD Instruction 7600.2 (reference (d)).

c. Utilize the feedback provided by the contracting officials, including final disposition and negotiating memoranda, to analyze and improve audit procedures and practices.

* d. Identify those contract audit reports that are reportable under
* subsection F.3., below, to the applicable DoD Component in a monthly *
* electronic or hard copy report. The report shall include the activity address *
* number (Appendix G of DFARS (reference (g)) or the DoD Activity Address Code *
* (DODAAC) for each report issued. *

* e. Forward all audit reports on auditor-determined, final indirect *
* cost rates to the cognizant administrative contracting officer for resolution *
* and disposition when agreement cannot be reached with the contractor. *

* 4. The Director, Defense Logistics Agency (DLA) shall identify to the DoD *
* Components those Contractor Insurance/Pension Reviews (CIPRs) that are *
* reportable under subsection F.3., below. *

F. PROCEDURES

* 1. General. Contracting officers and acquisition management officials *
* shall pursue timely, proper resolution and disposition of contract audit *
* reports. Resolution of contract audit reports, other than preawards, is *
* required by P.L. 96-527 (reference (h)), as well as by OMB Circular A-50 *
* (reference (b)), within 6 months of report issuance. OMB Circular A-50, *
* paragraph 10 specifically exempts preaward audits from the resolution time *
* limits and reporting requirements. Disposition should take place as soon as *
* possible after resolution. *

2. Tracking Requirements

a. All contract audit reports are to be tracked; however, only the reports specified in paragraph F.3.a., below, are to be reported. For preaward contract audits, specified in paragraph F.3.b., below, tracking may be accomplished using records maintained in official contract files.

b. Individual procurement or contract administration offices shall track and report the status of all specified contract audit reports from the date of receipt through final disposition. This information shall be maintained on a current basis and shall serve as the source document for followup status reports. Although the audit organization shall identify reportable contract audits, the procurement or contract administration office is ultimately responsible for reporting all audits meeting the criteria identified in paragraph F.3.a., below. Audit reports shall be dropped from the tracking system in the reporting period following closure.

3. Reporting Requirements. The DoD acquisition and contract administration organizations shall maintain timely and complete information regarding the status of reportable contract audit reports from the time the report is received through final disposition. For auditor-determined final indirect cost rate reports, a report is considered received for followup tracking purposes when it is received by the cognizant Administrative Contracting Officer (ACO) for resolution and disposition.

a. Reportable Audits include:

(1) Those containing findings and recommendations, whether or not the findings are qualified, covering estimating system surveys, accounting and related internal control system reviews, defective pricing reviews, cost accounting standards (CAS) issues, and CAS cost impact statement reviews.

(2) Those covering operations reviews, incurred costs including final indirect cost rates or auditor-determined final indirect cost rates referred to the ACO for final decision, final pricing submissions, termination settlement proposals, and claims, if reported costs or rates questioned or qualified equal \$100,000 or more.

(3) Those CIPR reports issued by the DLA identifying instances of contractor noncompliance with CAS, and all CIPR reports with questioned or qualified costs of \$100,000 or more.

b. Nonreportable Audits. Reports covering preaward proposals; forward pricing labor, overhead, and other advance rate proposals; progress payments; preaward surveys; proposals for change orders or modifications; assist audits; and closing statements are not to be reported. Should such audits contain reportable findings and recommendations, they are not to be treated as a reportable audit; however, if deemed appropriate, the contracting officer should request the DCAA issue a separate audit report addressing the reportable issues in detail. Reports containing only positive findings and recommendations, such as recommending that a contractor's proposed cost accounting standards change be approved, are not to be reported. Any interim report that will be incorporated into a future report shall not be reported. Final indirect cost audits that are auditor-determined are not to be reported if the auditor is successful in reaching an agreement on the rate(s) with the contractor.

c. The DCAA shall provide to the applicable DoD Component a monthly electronic or hard copy report listing all reportable contract audit reports issued during the prior month. The report shall be furnished not later than 19 calendar days after the close of each month.

* d. The DoD Components shall submit reports on the status of
reportable contract audits and CIPRs semiannually to the IG, DoD, within 30
calendar days of the end of the 6-month periods ending March 31 and September
30. The required formats are on attachments 1 and 2 to enclosure 3. These
reports shall include the following data: *

* (1) For open reports. The report number, report date, contractor
name, type of audit, costs questioned or cost avoidance, Armed Services Board
* of Contract Appeals (ASBCA) docket number (United States Court of Federal
* Claims case number) when litigation involves matters identified in the report,
* whether the report is resolved or unresolved, resolution target date, and
* disposition target date. For superseding audits, also include the date of the
* original audit report that first identified any issue that is still open and
* included in the superseding or supplemental audit report. (attachment 1,
enclosure 3) *

* (2) For reports closed during the reporting period. The report
number, report date, contractor name, type of audit, date of disposition,
costs questioned or potential cost avoidance, and costs questioned or
avoidance sustained. Costs questioned and sustained shall be reported as zero
* when a report is superseded, replaced, or incorporated into a new report and
* the date of the superseding report will be shown in the Date of Disposition
* column. (attachment 2, enclosure 3) *

4. Resolution of Contract Audit Reports

* a. The DoD Component procedures for documenting and reviewing
proposed prenegotiation objectives shall provide the independent review for
internal control purposes prescribed by OMB Circular A-50 (reference (b)).
For most contract audit reports, the contracting officer should obtain
contractor comments, and such technical advice deemed necessary, prior to
formulating a prenegotiation position. The additional information shall be
shared with the auditor, as appropriate. If additional audit effort is
required because of data presented by the contractor, the contracting officer
shall promptly request such a review and the audit organization shall give
priority to providing the necessary additional audit support. If no
additional audit effort is deemed necessary, the contracting officer shall
communicate with the auditor on the proposed disposition, as necessary, to
* reach a fully informed decision. Resolution must be supported by written
* documentation. In documenting his or her prenegotiation position, the
contracting officer should indicate whether the audit recommendations were
accepted or, if not, whether the auditor has revised them. When the
contracting officer disagrees with the audit position, the contracting
officer's prenegotiation documentation should include the rationale for not
accepting the audit advice. *

* b. For auditor-determined indirect cost rates, the auditor shall seek
agreement with the contractor upon completion of the audit. If agreement is
reached, the contractor and auditor execute a written understanding setting
forth the final rates. If agreement is not reached, the auditor shall issue a
notice of costs suspended and/or disapproved, and advise the contractor of its
* right to submit a claim to the ACO for any disapproved costs. In accordance
* with FAR 42.705-2(v) (reference (f)) and DFARS 242.705-2(v) (reference (g)),
* the auditor shall then refer the matter to the ACO to resolve the
* disagreement. If the ACO disagrees with the audit recommendations, he/she
complies with the procedures prescribed by his/her DoD Component for
documentation and review prior to disposition. If the ACO agrees with the
audit recommendations, he/she issues a final decision, after complying with
the procedures prescribed by his/her DoD Component for documentation and
review.

5. Notification of Final Disposition of Contract Audit Reports

a. Explicit and timely documentation and feedback on the final disposition of audit reports are essential. Therefore, the contracting officer shall promptly prepare a memorandum covering the disposition of all reports. The memorandum shall discuss the disposition of all recommendations and questioned and/or qualified amounts, including the underlying rationale for such dispositions. A copy of the memorandum shall be provided to the cognizant contract auditor when an audit report is closed.

b. Existing feedback mechanisms, such as a price negotiation memorandum, FAR 15.808(a) (reference (f)) and DFARS 15.808 (reference (g)), or negotiation memorandum of final indirect cost rates, FAR 42-705-1(b) (5) (iii) (reference (f)) should be used, when applicable, to notify the cognizant contract audit office of dispositioned audits. For all other actions, a similar document shall be prepared. To ensure that the final disposition of all audit reports is properly accounted for, the procurement or administrative contracting officer shall notify the cognizant audit office in writing of the cancellation of any acquisition action and of any unsuccessful offerors not receiving award of the contract or grant for which an audit report was issued.

6. Recovery of Funds. Policies regarding the collection of contract debts are contained in FAR 32.6 (reference (f)) and DFARS 232.6 (reference (g)) for contract debts. Any amount due the Government as a result of a contract audit is to be determined by the contracting officer negotiating a settlement with the contractor or by the contracting officer issuing a unilateral decision when negotiations are unsuccessful. Upon completion of either action, a written demand for payment should be made promptly by the contracting officer, citing the amount due, with a copy of the demand provided to the payment office cited in the contract. In accordance with FAR 32.610(b) (reference (f)), unless the contract is excluded under FAR 32.617, or the contract debt has been exempted from interest charges under agency procedures, the demand should include notification that any amounts not paid within 30 calendar days from the date of the demand will accrue interest from the date of the demand, or from any earlier date specified in the contract. FAR 32.610(b) (reference (f)) also states that the interest rate on these debts shall be the rate established by the Secretary of the Treasury, for the period affected, under Pub. L. 92-41. In the case of a debt arising from a price reduction for defective pricing or a CAS noncompliance, interest will continue to accrue from the date of overpayment by the Government until repayment by the contractor at the rate established by the Secretary of the Treasury, for the periods affected, under 26 U.S.C. 6621(a) (2) ((FAR 32.610(b) (reference (f)). In all cases, interest and penalties should not be included in bottom line settlements, but should be separately identified, through a specified date, for comptroller officials. In accordance with subsection B.8. of Chapter 33 of DoD 7220.9-M (reference (i)), when management determines that resources should be recovered from a defense contractor and the contracting officer issues a demand for payment, a receivable shall be recorded and collection action initiated as soon as possible. Also, in accordance with paragraph E.3.a. of Chapter 33 of reference (i), all interest and penalties assessed on contract debts are to be identified separately and deposited directly to the U.S. Treasury.

REFERENCES, continued

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|---|-----|---|---|
| * | (e) | DoD Directive 5106.1, "Inspector General of the Department of | * |
| * | | Defense," March 14, 1983 | * |
| * | (f) | Federal Acquisition Regulation (FAR) | * |
| * | (g) | DoD FAR Supplement (DFARS) | * |
| * | (h) | Public Law 96-527, "DoD Appropriation Act, 1981," December 15, 1980 | * |
| * | (i) | DoD 7220.9-M, "Department of Defense Accounting Manual," October | * |
| | | 1983, authorized by DoD Instruction 7220.9, October 22, 1981 | |

DEFINITIONS

1. Adverse Opinion Report. An audit report containing the statement that the contractor's proposal is not acceptable as a basis for negotiation of a price.

2. Closed Audit Report. An audit report that has been dispositioned by the contracting officer and closed for followup tracking purposes. See the definition for Disposition of Contract Audit Reports at 7, below.

3. Contract Audit Report. The contract auditor's written advice to a contracting officer advocating specific action on the part of the contracting officer or contractor and/or including highly qualified or adverse opinion information. An audit report could include amounts questioned or disapproved, exceptions to a contractor's system or operations (usually expressed in terms of cost avoidance), recommended price adjustments, or notification of a contractor's noncompliance with cost accounting standards. Contract audit reports include CIPRs issued by the DLA. (See subparagraph F.3.a.(3) of this Directive.)

4. Costs Questioned. a. The amount questioned in the audit report that the reporting contracting officer or auditor has responsibility and authority to disposition. Audit reports on final indirect cost rates (overhead) will typically have costs questioned relating to corporate allocations and costs questioned relating to divisional expenses. The divisional ACO should report only the amount questioned pertaining to division expenses which he or she is responsible for negotiating, and the corporate ACO should report the costs questioned at the corporate level which he or she is responsible for negotiating. Each contracting officer should report the total amount questioned subject to negotiation AT THAT LEVEL, regardless of contract mix or percentage of commercial business. b. All costs set aside as "unsupported," qualified and/or adverse opinion amounts unless such amounts are disclaimed by the auditor because of requested assist audits or need for technical evaluation. Such amounts are not to be reported by the contracting officer until the assist audit and/or technical evaluation is incorporated by a supplemental report. At time of receipt, the amount questioned and the report date shall be revised for correction in the next semiannual report. c. Costs monetized as a result of a technical evaluation that are INCORPORATED into the audit report. d. For cost accounting standards cost impact audits, report the total amount of the cost impact estimated by the auditor.

5. Costs Questioned Sustained. That portion of costs questioned by the auditor upheld as a result of actions taken by either the contractor or the contracting officer.

6. Disclaimed Opinion Report. Any audit denying the validity of a proposal when the scope of audit was so restricted that an audit opinion cannot be justified.

7. Disposition of Contract Audit Reports. Contract audit report disposition is achieved when: a. The contractor implements the audit recommendations or the contracting officer's decision; or b. The contracting officer negotiates a settlement with the contractor and a contractual document has been executed; or c. The contracting officer issues a final decision pursuant to the Disputes Clause, and 90 days elapse without contractor appeal to the Armed Services Board of Contract Appeals (ASBCA). Should the contractor appeal to the United States Court of Federal Claims within 12 months after final decision, the audit must be reinstated as an open report in litigation; or

* d. A decision must be rendered on an appeal made to the ASBCA or United
* States Court of Federal Claims and any corrective actions directed by the
Board or Court have been completed and a contractual document has been
executed; or e. Audit reports have been superseded by, or incorporated into,
a subsequent report; or f. Any corrective actions deemed necessary by the
contracting officer have been taken, so that no further actions can be
reasonably anticipated.

* In addition, divisional overhead audit reports may be considered
dispositioned when the contracting officer has negotiated all local issues
with the contractor and a written agreement detailing the results of the
negotiations has been signed by both the contracting officer and the
contractor and distribution has been made to DCAA; and cost accounting
standard noncompliance reports may be dispositioned when the audit reports on
the related cost impact statements are received by the contracting officer,
when required.

8. Highly Qualified Opinion Report. Qualified audit reports vary according
to circumstances, but typically indicate a significant inadequacy in the cost
or pricing data, denial of access to records, or noncompliance with cost
accounting standards or acquisition regulation. For the purposes of followup
coverage under this Directive, the audit report must specifically say that the
results of audit are HIGHLY qualified.

* 9. Litigation. An audit report is considered to be involved in litigation
* any time an appeal has been filed with the ASBCA, the United States Court of
* Federal Claims or any other Federal or State court concerning matters dealing
* with a specific contractor identified in the report. An audit report is also
* considered to be involved in litigation whenever the Government appeals a
* decision of the ASBCA, the United States Court of Federal Claims, or any other
* court, or there is other ongoing judicial action that has bearing on matters
* or issues identified in the report.

10. Open Audit Report. An audit report that has not been dispositioned.

* 11. Original Audit Report Date. The date of the original audit report that
* first identified any issue that is still open and included in a superseding or
* supplemental audit report.

* 12. Overage Audit Report. An audit report that has not been dispositioned
* and is over 12 months old (from date of issuance) on the closing date of the
* semiannual reporting periods ending March 31 and September 30.

* 13. Reports Involved in Investigation. An audit report is considered to be
* involved in an investigation when deferral of resolution or disposition action
* has been requested by an investigative agency of the U.S. Government.

* 14. Resolution. a. The point at which the auditor and the contracting
officer agree on the action to be taken on audit report findings and
recommendations and/or qualifications; or, in the event of disagreement, when
the contracting officer determines a course of action after following the DoD
Component prenegotiation documentation and review procedures. b. In the case
of auditor-determined final indirect cost rates, resolution is achieved when
an agreement is reached between the auditor and the contractor, or when
agreement cannot be reached, a decision is rendered by the cognizant ACO after
obtaining additional review, if required. c. For preaward audits, the point
at which agreement is reached, a proposed negotiation objective is modified
during review, a contract price negotiated, or proposed award canceled,
whichever occurs first. Resolution must be supported by specific written
documentation in the file.

STATUS REPORT ON SPECIFIED CONTRACT AUDIT REPORTS
(Report Control Symbol DD-IG(SA)1580)

OPEN REPORTS

For period ending _____
DoD Component _____

Audit Report Number	Report Date	Contractor Name	Type of Audit <u>1/</u>	Costs Questioned or Cost Avoidance	In Litigation <u>3/</u>	Resolved or Unresolved <u>4/</u>	Resolution Target Date <u>5/</u>	Disposition Target Date <u>5/</u>	Original Audit Report Date <u>6/</u>

- A. Overage reports (over 12 months old)
- B. Reports 6-12 months old
- C. Reports less than 6 months old
- D. Reports in litigation
- E. Reports involved in criminal investigation 2/
- 1/ Use types or codes listed on Attachment 3
- 2/ If the investigative organization has requested deferral of resolution or disposition
- 3/ Docket/Case No. or no (N)
- 4/ Date of resolution or (U) if unresolved
- 5/ Month, day, year
- 6/ Complete for superseding reports

* *

Feb 12, 88#
7640.2 (Encl 3, Attach 1)

STATUS REPORT ON SPECIFIED CONTRACT AUDIT REPORTS
(Report Control Symbol DD-IG(SA)1580)

REPORTS CLOSED DURING PERIOD

For period ending _____
DoD Component _____

Audit Report Number	Report Date <u>1/</u>	Contractor Name	Type of Audit <u>2/</u>	Date of Disposition <u>1/</u>	Costs Questioned or Cost Avoidance	Costs Sustained/ Avoided
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* 1/ Month, day, year
* 2/ Use types or codes listed on Attachment 3

	<u>Code</u>	<u>Type of Audit</u>	
	A	Estimating System Survey	
*	B	Accounting and Related Internal Control System	*
*		Reviews	*
*	C ¹	Claims	*
	D	Defective Pricing Review	
*	E	Cost Accounting Standards Noncompliance	*
		and Cost Impact Statement Reviews	
*	F ¹	Operations Audit	*
*	G ¹	Incurred Costs and Settlement of Final Indirect	*
*		Cost Rates	*
*	H ²	Contractor Insurance/Pension Reviews	*
*	I ¹	Final Pricing	*
*	J ¹	Terminations	*

* ¹Reported costs or rates questioned and/or qualified must equal \$100,000 or more. *

* ²Containing reported CAS noncompliances OR costs or rates questioned and/or qualified equal to \$100,000 or more. *

REPORTS SUBJECT TO TRACKING, REPORTING,
RESOLUTION, DISPOSITION AND NOTIFICATION REQUIREMENTS

A. Reports Subject to Tracking

All contract audit reports. (For preaward contract audits, including change order proposals, tracking may be accomplished using records maintained in official contract files.)

B. Reports Subject to Tracking and Reporting Requirements of Subsections F.2 and F.3., Basic Directive

1. All contract audit reports with findings and recommendations addressing:

a. Estimating system surveys

b. Accounting and related internal control system reviews

c. Defective pricing reviews

d. Cost accounting standards noncompliance reviews

e. Cost accounting standards cost impact statement reviews

2. Reports that have findings, recommendations, and costs questioned and/or qualified of \$100,000 or more, and that address:

a. Incurred costs

b. Settlement of indirect cost rates

c. Final pricing submissions

d. Termination settlement proposals

e. Equitable adjustment claims

f. Hardship claims

g. Escalation claims

h. Operations reviews

3. All Contractor Insurance/Pension Reviews containing instances of CAS noncompliances and all Contractor Insurance/Pension Reviews with reported costs questioned of \$100,000 or more.

C. Reports Subject to Resolution

All contract audit reports